

Extraordinary Board of Management

Minutes

Meeting reference: Board 2025-26/E01

Date and time: Wednesday 30 July 2025 at 5.00pm

Location: Online

Members present: Alistair Wylie, Interim Chair, Board of Management
Mary Fraser, Board Member
Debbie McIlwraith-Cameron, Board Member
Deirdre Joy, Board Member
Chris Lusk, Board Member
Elaine Piggott, Board Member
Ian Robotham, Board Member
Chris Whatley, Board Member
Catherine Etri, Interim Principal & Chief Executive (from Item 6.2)
Andi Garrity, Student Board Member
Millie Foster, Student Board Member
Patrick O'Donnell, Staff Board Member
Richard Fyfe, Staff Board Member
Ronnie Dewar, Trade Union Board Member

In attendance: Ian McCartney, Clerk to the Board

Apologies: None received

Chair: **Alastair Wylie**

Minute Taker: Ian McCartney

Quorum: 9

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MINUTES

Item		Action
1.	Welcome and Apologies Interim Chair welcomed all to the meeting apologising for the lateness of the Papers issued to Members.	
2.	Additions to the Agenda There were no additions. Interim Chair noted that Item 6.5 had been withdrawn from the Agenda.	
3.	Declaration of Interest in any Agenda Item There were no Declarations of Interest noted.	
4	Minutes of the Extraordinary Meeting of the Board of Management, 20 June 2025 The minutes were APPROVED as an accurate record of the meeting.	
5	Matters Arising Item 8.3 – Authorised Signatories Interim Chair confirmed that this action had now been completed.	
6.1	Interim Principal Contract (RESERVED ITEM) Interim Chair presented Paper 2 for consideration and approval, noting the key points outlined within the proposal, and that should agreement be provided, recruitment process would commence once the FRP had received approval from RSB and SFC. Board Member advised that consideration should be given in advance to the steps that would be required should the recruitment process be unsuccessful. Interim Chair agreed to consider this in discussions, and the matter would be reported back in the autumn. Board UNANIMOUSLY APPROVED the proposals provided in Paper 2	
6.2	UHI Perth Financial Recovery Plan – Interim Draft - RESERVED ITEM	

	<p>Interim Principal presented Paper 3 for discussion and endorsement, noting the detailed financial projections outlined in the Paper.</p> <p>Interim Principal advised that initial proposals had been discussed by the Business Review Group, and a number of areas of cost savings that could be delivered immediately had been identified. Costings across the FRP were also being worked on to ensure alignment to income levels.</p> <p>Board Members sought clarification on a number of specific items contained within Paper 3, and thanked those involved in pulling the detailed level together to allow appropriate levels of scrutiny.</p> <p>Board Member queried whether the local Marketing Team would have capacity to deliver some of the key asks. Interim Principal noted the challenges being presented and advised that steps would be taken to ensure the right resource was in place to deliver the intended results.</p> <p>Student Board Member sought reassurance that any potential changes to academic delivery and planned maintenance would not materially affect students, and in particular disabled students. Interim Principal advised that all necessary steps were being taken to ensure this was the case.</p> <p>Interim Principal reminded Board that Paper 3 was the latest iteration of the proposals that will underpin the FRP, but these will be liable to amendment as the Plan starts to progress.</p> <p>Interim Chair requested that Board Members endorse the work conducted to date, and the general direction of travel as outlined in Paper 3. This request was APPROVED.</p> <p>Interim Chair noted that the RSB were seeking independent sign-off of the FRP from the appointed Financial Consultant, however Chairs Committee were concerned there may be a conflict of interest in adopting this approach, and therefore it was being proposed to seek independent sign off from the Internal Auditor, given their knowledge of the college and wider sector. This proposal was APPROVED.</p>	
6.3	<p>UHI Perth Management Restructure – RESERVED ITEM</p> <p>Interim Principal presented Paper 4 for approval, noting the reduction in Director roles within the Paper as a reflection of the current organisation and in line with the rations presented by the Financial Consultant with the FRP work. Interim Principal further noted that the proposals included revisions following the resignation notice provided by the Depute Principal (Operations).</p>	

	<p>Board Member queried the reporting structure diagram provided within the paper, and sought clarification on reporting lines. Interim Principal noted that the structure presented may need reviewed depending on skillset and experience of successful candidate.</p> <p>Board Member queried whether a Consultation process would be required. Interim Principal noted that processes around this matter is outlined within Paper 5, however stressed that strict guidelines are applied to received authority in such matters.</p> <p>Board APPROVED proposals outlined in Paper 4.</p>	
6.5	<p>Extension to UHI Perth Voluntary Severance Scheme</p> <p>Interim Principal presented Paper 5 for approval, highlighting in particular that the Paper proposes that:</p> <ul style="list-style-type: none"> • Staff continue to work their notice, taking all annual leave during this period of notice so no further payments are required (unless exceptionally agreed by the Interim Principal). • All decisions on VS applications will be made by the SLT, with the exception of applications from members of SLT where these will be considered by remuneration committee. Any decision to approve an application will have taken into consideration any pension strain costs. • The VS Scheme has a maximum recurring savings period of 12 months. It is proposed that this may be extended to 15 months where there is an exceptional business case. It is proposed that any such exceptional cases are referred to the Board for further approval. <p>Interim Chair noted SFC's concerns over the Scheme, however it has been deemed that is not possible to review the Scheme at this time given the need to move quickly on the matter and the lack of capacity available to make changes to the Scheme.</p> <p>Board Member referred to previous decision to “freeze” the Scheme, however noted comfort in the proposals within Paper 5 given the targeted nature of the proposals. Board Member stressed that there is no guarantee of an enhanced Scheme beyond 31 August 2025, and it is the right thing to do to provide the current arrangements for a short period and make staff aware of this.</p> <p>Board APPROVED the proposals outline in Paper 5.</p>	
7.1	<p>Recovery Planning Monitoring Committee – Terms of Reference</p> <p>Interim Chair summarised Paper 7, which was presented for approval by the Board.</p>	

	<p>Board Member sought assurance that the proposed new Committee would not be a distraction from the remits of other Committees, in particular Finance & Resources Committee. Interim Chair advised that there was a specific need to give the Board, and by extension, the RSB, comfort that delivery of the FRP was being effectively monitored, and a Committee with a specific and narrow focus would allow confidence and assurance that this was the case, given the very wide remits of F&R and Audit Committees. Responsibility for delivery of the FRP was not being devolved, but a frequently-meeting Committee allows opportunity to flag issues to the Board if required.</p> <p>Board APPROVED proposals per Paper 7.</p>	
7.2	<p>External Report – UHI Perth</p> <p>Interim Chair summarised Paper 8, noting the purpose and focus of an external review of UHI Perth and its Board around the areas of communication, transparency, finance and governance given recent events.</p> <p>Interim Chair also proposed a caveat on the Paper, that approval be sought in principle for the review, but that the review itself be deferred until funding can be sought for the review given current financial circumstances.</p> <p>Board Member agreed that the proposal and deferment were both sensible ideas, however cautioned that deferring the review too long may result in a review that is out of date given the rate of change being experienced within the organisation.</p> <p>Board Member queried what aspects of the review areas can be pulled out and embedded within ongoing processes to allow implementation of improvements to be started and recorded. Interim Chair enquired as to whether Board Member was volunteering to take this matter forward; Board Member agreed to undertake a mapping exercise with Interim Chair.</p> <p>Board APPROVED the proposals outlined in Paper 8 and APPROVED that the review be paused until funding available.</p>	Interim Chair
7.3	<p>Amendments to Standing Orders</p> <p>Board Member presented Paper 9 for approval, noting that the clarified items would provide greater ambition and measurability for the items referred to.</p> <p>Board APPROVED Paper 9.</p>	

7.4	IBM Recruitment & Committee Allocation Interim Chair provided a verbal update on the recent recruitment processes for Independent Board Members, noting that 3 applications were being taken forward for RSB approval, and that interviews were due to be held for an experienced financial executive soon. The number of IBMs on the Board would as a result be at the maximum levels permitted under legislation.	
8.1	Student Residences – Procurement Award Interim Principal summarised Paper 10, which required Board approval even though the contract was income-generating. Interim Principal noted the income and expenditure information provided within the Paper, and further noted that the current contract concludes at the end of August 2025. Board APPROVED Paper 10.	
9.	Date & Time of Next Meeting <ul style="list-style-type: none"> Wednesday 20 August 2025, 6:00pm (Extraordinary Meeting) 	
10.	Review of Meeting Board confirmed that the meeting had been conducted in line with the Terms of Reference.	

Information recorded in College minutes are subject to release under the Freedom of Information (Scotland) Act 2002 (FOI(S)A). Certain exemptions apply: financial information relating to procurement items still under tender, legal advice from College lawyers, items related to national security.

Notes taken to help record minutes are also subject to Freedom of Information requests, and should be destroyed as soon as minutes are approved.

Status of Minutes – Partially Closed (Reserved Items)

An **open** item is one over which there would be no issues for the College in releasing the information to the public in response to a freedom of information request.

A **closed** item is one that contains information that could be withheld from release to the public because an exemption under the Freedom of Information (Scotland) Act 2002 applies.

The College may also be asked for information contained in minutes about living individuals, under the terms of the Data Protection Act 2018. It is important that fact, rather than opinion, is recorded.

Do the minutes contain items which may be contentious under the terms of the Data Protection Act 2018? **Yes** ☒ **No** ☐